

9.12 Amendments and Waivers. The Parties may mutually amend any provision of this Agreement at any time prior to the Closing; provided, however, that any amendment effected subsequent to the Approval Order shall be subject to the restrictions contained in the Approval Order and that no such amendment shall be made after obtaining the Belgian Bankruptcy Approval. No amendment of any provision of this Agreement shall be valid unless the same shall be in writing and signed by all of the Parties. No waiver by any Party of any default, misrepresentation, or breach of warranty or covenant hereunder, whether intentional or not, shall be deemed to extend to any prior or subsequent default, misrepresentation, or breach of warranty or covenant hereunder or affect in any way any rights arising by virtue of any prior or subsequent such occurrence.

9.13 Severability. Any term or provision of this Agreement that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction. If the final judgment of a court of competent jurisdiction declares that any term or provision hereof is invalid or unenforceable, the Parties agree that the court making the determination of invalidity or unenforceability shall have the power to reduce the scope, duration, or area of the term or provision, to delete specific words or phrases, or to replace any invalid or unenforceable term or provision with a term or provision that is valid and enforceable and that comes closest to expressing the intention of the invalid or unenforceable term or provision, and this Agreement shall be enforceable as so modified after the expiration of the time within which the judgment may be appealed.

9.14 Expenses. Each Party shall bear its own costs and expenses (including legal fees and expenses) incurred in connection with this Agreement, the Ancillary Agreements and the transactions contemplated hereby and thereto.

9.15 Specific Performance. Each Party acknowledges and agrees that the other Parties would be damaged irreparably in the event any of the provisions of this Agreement are not performed in accordance with their specific terms or otherwise are breached. Accordingly, each Party agrees that the other Parties shall be entitled to an injunction or injunctions to prevent breaches of the provisions of this Agreement and to enforce specifically this Agreement and the terms and provisions hereof in any action instituted in the U.S. Bankruptcy Court for the District of Delaware, in addition to any other remedy to which it may be entitled, at law or in equity.

9.16 Construction. The language used in this Agreement shall be deemed to be the language chosen by the Parties hereto to express their mutual intent, and no rule of strict construction shall be applied against any Party. Any reference to any federal, state, local, or foreign statute or law shall be deemed also to refer to all rules and regulations promulgated thereunder, unless the context requires otherwise.

9.17 Incorporation of Exhibits and Schedules. The Exhibits and Schedules identified in this Agreement are incorporated herein by reference and made a part hereof.

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12/07/01 10:18 FAX

002

12-06-01 20:27 From-SCANSOFT INC

T-531 P.02/02 P-637

IN WITNESS WHEREOF, the Parties hereto have executed this Asset Purchase Agreement as of the date first above written.

BUYER:

SCANSOFT, INC.

By: Michael K. Turner  
Name:  
Title:

SELLERS:

LERNOUT & HAUSPIE SPEECH PRODUCTS N.V.

By: \_\_\_\_\_  
Name:  
Title:

L&H HOLDINGS USA, INC.

By: \_\_\_\_\_  
Name:  
Title:

INTERACTIVE SYSTEMS, INC.

By: \_\_\_\_\_  
Name:  
Title:

LERNOUT & HAUSPIE SPEECH  
PRODUCTS USA, INC.

By: \_\_\_\_\_  
Name:  
Title:

29/09 2014 04:34 FAX

0008

IN WITNESS WHEREOF, the Parties hereto have executed this Asset Purchase Agreement as of the date first above written.

BUYER:

SCANSOFT, INC.

By: \_\_\_\_\_  
Name:  
Title:

SELLERS:

LERNOUT & HAUSPIE SPEECH PRODUCTS N.V.

By: \_\_\_\_\_  
Name: J.M. VANSTAEK  
Title: CURATOR

L&H HOLDINGS USA, INC.

By: \_\_\_\_\_  
Name:  
Title:

INTERACTIVE SYSTEMS, INC.

By: \_\_\_\_\_  
Name:  
Title:

LERNOUT & HAUSPIE SPEECH  
PRODUCTS USA, INC.

By: \_\_\_\_\_  
Name:  
Title:

12/03/01 MON 12:33 FAX 617 221 1903

LERNOUT AND HAUSPIE

0005

IN WITNESS WHEREOF, the Parties hereto have executed this Asset Purchase Agreement as of the date first above written.

BUYER:

SCANSOFT, INC.

By: \_\_\_\_\_  
Name:  
Title:

SELLERS:

LERNOUT & HAUSPIE SPEECH PRODUCTS N.V.

By: \_\_\_\_\_  
Name:  
Title:

L&H HOLDINGS USA, INC.

By: John Shagoury  
Name: JOHN SHAGOURY  
Title: DIRECTOR

INTERACTIVE SYSTEMS, INC.

By: John Shagoury  
Name: JOHN SHAGOURY  
Title: DIRECTOR

LERNOUT & HAUSPIE SPEECH  
PRODUCTS USA, INC.

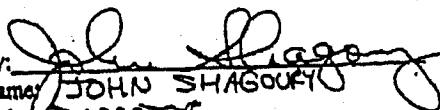
By: John Shagoury  
Name: JOHN SHAGOURY  
Title: DIRECTOR

11/03/01 MON 12:33 FAX 617 221 1903


LERNOUT AND HAUSPIE

0006

L&H APPLICATIONS USA, INC.

By:   
Name: JOHN SHAGOURY  
Title: DIRECTOR


LINGUISTIC TECHNOLOGIES, INC.

By:   
Name: JOHN SHAGOURY  
Title: DIRECTOR

L&H JAPAN KK

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

L&H LINGUISTICS USA, INC.

By:   
Name: JOHN SHAGOURY  
Title: DIRECTOR

L&H JAPAN, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FROM : HAUSER ELISABETH PETER

PHONE NO. : 01784 456 753

03 DEC. 2001 07:22PM P3

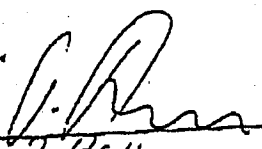
L&H APPLICATIONS USA, INC.

By: \_\_\_\_\_  
Name:  
Title:

LINGUISTIC TECHNOLOGIES, INC.

By: \_\_\_\_\_  
Name:  
Title:

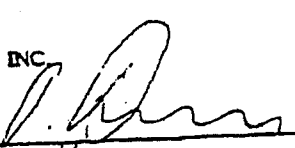
L&H JAPAN KK.

By:   
Name: P. Hauser  
Title: VP/CRM International

L&H LINGUISTICS USA, INC.

By: \_\_\_\_\_  
Name:  
Title:

LERKOUT & HAUSPIE JAPAN INC.

By:   
Name: P. Hauser  
Title: VP/CRM International





Annex B

**TEXT-TO-SPEECH ASSET GROUP<sup>1</sup>**

(Owned by Lemout & Hauspie Speech Products N.V., except for \*\*, which is owned by Lemout & Hauspie Speech Products USA, Inc., or as otherwise expressly indicated.)

**A1. Text-to-Speech Technology**

Sellers' technology that converts electronic text into speech, including, without limitation, the TTS2500, TTS3000, RealSpeak, RealSpeak Compact, RealSpeak UltraCompact, Dragon TTS Technology (excluding the draglib library, which is licensed to the Text-to-Speech Asset group under "Licensed In", Section D.e.), TruVoice, and BeSTSpeech technologies, (with grapheme and phoneme ("G2P") component) (collectively, "Text-to-Speech Technology") including, but not limited to, the following:

- a. All human-generated inputs used to create, test, and enhance Text-to-Speech Technology, including software source code, linguistic rules, makefiles, and scripts.
- b. Text-to-Speech Technology data, comprising all recordings and their annotations used in the creation of voice fonts for Text-to-Speech Technology and all speechbases derived from the recordings and annotations.
- c. All lexical data created or acquired by the Sellers for use in Text-to-Speech Technology and L&H Speech Processing/Dialog Technology, including all lexicons, wordlists and enhancements to these (collectively, "L&H Lexical Data").
- d. All proprietary software tools, in object and source code form, used to create, test, or enhance Text-to-Speech Technology, including, without limitation, DEPES, Speech Base Compilation Environment, Language Development Toolkit, and Protran.
- e. All research projects, research results, and intermediate projects derived directly from Text-to-Speech Technology, in object code form and machine-generated source code form, including, without limitation, acoustic models, language models, and voice fonts.
- f. All generally released works and works-in-progress to the extent derived from Text-to-Speech Technology in all languages, including but not limited to, Cantonese-Hong Kong, Dutch-Belgium, Dutch-Netherlands, English-Great Britain, English-USA (all voices), French, German, Italian,

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<sup>1</sup> These assets are subject to the obligations set forth in Section E.

Japanese, Korean, Mandarin-China, Norwegian, Portuguese-Brazil, Portuguese-Portugal, Spanish-Spain, Spanish-Mexico, and Swedish.

- g. All generally released works and works-in-progress to the extent derived from Text-to-Speech Technology on all platforms, including but not limited to, win9x/Mex86, win2000x86, NTx86, SCOx86, Solaris Sparc, Solarisx86, Linux x86, AIX RS6000, WinCE, and embedded linux.

#### A2. Text-to-Speech Products

All Text-to-Speech Technology products (but excluding custom automotive applications contained in the L&H Speech Processing/Dialog Asset Group), RealSpeak Server, and RealSpeak File Generator, (collectively, "Text-to-Speech Products") including, but not limited to, the following:

- a. All human-generated inputs used to create, test, and enhance Text-to-Speech Products, including software source code, linguistic rules, makelfiles, scripts, and external documentation.
- b. Text-to-Speech Products data, comprising all data used to create, test, and enhance Text-to-Speech Products including, without limitation, the raw data and enhancements (such as phonetic tagging of audio data, cleansing of text corpora, and the addition of information to lexicons) for recorded audio, text corpora, and lexicons, if applicable, acquired from both external sources and through internal data collection.
- c. All proprietary software tools, in object and source code form, used to create, test, and enhance Text-to-Speech Products, including, without limitation, automated test tools and debug modules.
- d. All of Sellers' rights in the following external components incorporated into Text-to-Speech Products: BST102 and LH3010 chips (custom masked versions of the Texas Instruments TSP50C10 chip), LH3030 chips (custom masked version of the Texas Instruments MSP50C30 chip), and hardware dongle and license protection software used with RealSpeak File Generator.
- e. All demonstration versions, sample applications, and prototypes derived directly from or created for Text-to-Speech Products.

#### A3. Documentation

All internal documentation relating to Text-to-Speech Technology and Text-to-Speech Products, including documents, notebooks, web-based documents and Lotus Notes discussion databases.

## B1. Patents

4,996,707	Text-to-Speech Converter of a Facsimile Graphic Image	US	26-Feb-91
5,592,585	Method for Electronically Generating a Spoken Message	US	7-Jan-97
5,727,120	Apparatus for Electronically Generating a Spoken Message	US	10-Mar-98
6,052,664	Apparatus and Method for Electrically Generating Spoken Message	US	18-Apr-00
4,979,216	Text-to-Speech Synthesis System and Method Using Context Dependent Vowel Allophones	US	18-Dec-90
5,634,084	Abbreviation and Acronym/initialism Expansion Procedures for a Text-to-Speech reader	US	27-May-97
5,943,648	Speech Signal Distribution System Providing Supplemental Parameter Associated Data	US	24-Aug-99
632,541	Text-to-Speech Converter of a Facsimile Graphic Image	Australia	14-May-93
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Austria	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Belgium	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Denmark	3-Sep-97
EP0458859	Text-to-Speech Synthesis System and Method Using Context Dependent Vowel Allophones	Europe	9-Sep-99
EP0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Europe	27-Jan-97

0457830	Text-to-Speech Converter of a Facsimile Graphic Image	France	3-Sep-97
458859	Text-to-Speech Synthesis System and Method Using Context Dependent Vowel Allophones	Germany	9-Sep-99
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Germany	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Italy	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Netherlands	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Spain	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Sweden	3-Sep-97
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	Switzerland	3-Sep-97
458859	Text-to-Speech Synthesis System and Method Using Context Dependent Vowel Allophones	United Kingdom	9-Sep-99
0457830	Text-to-Speech Converter of a Facsimile Graphic Image	United Kingdom	3-Sep-97

B2. Patent Applications

Audio Visual Interface for Family Information Manager	US	21-Jun-00	60/212,952
Corpus-Based Prosody Translation System	US	29-Sep-00	60/236,475
Fast Waveform Synchronization for Concatenation and Time-Scale Modification of Speech	US	15-Sep-00	60/233,031
Speech Synthesis Using Concatenation of Speech Waveforms	Australia	12-Nov-99	14031/00

Speech Synthesis Using Concatenation of Speech Waveforms Europe 12-Nov-99 99 972 346.3

Speech Synthesis Using Concatenation of Speech Waveforms Japan 12-Nov-99 2000-582998

Speech Synthesis Using Concatenation of Speech Waveforms US 12-Nov-99 09/438,603

Text-to-Speech Converter of a Facsimile Graphic Image Canada 26-Jan-90 2035871

Text-to-Speech Converter of a Facsimile Graphic Image Japan 26-Jan-90 503,531/1990

Time Scale Modification of Digitally Sampled Waveforms in the Time Domain US 2-Feb-01 09/776,018

C. Copyright Registrations/Mask Works

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D1. Trademarks

BESTSPEECH (stylized)\*\*

Application(s) for Registration:  
None

Registration(s):  
United States of America, Serial No. 1,715,362

REALSPEAK

Application(s) for Registration:  
United States of America, Application No. 75/587,202

Registration(s):  
Austria, Filing No. 001175090  
België, Filing No. 001175090  
Denmark, Filing No. 001175090  
European Union, Serial No. 1175090  
Finland, Filing No. 001175090  
France, Filing No. 001175090  
Germany, Filing No. 001175090  
Greece, Filing No. 001175090  
Ireland, Filing No. 001175090  
Italy, Filing No. 001175090  
Japan, Serial No. 4415313

Korea (South), Serial No. 497664  
Luxemburg, Filing No. 001175090  
Nederland, Filing No. 001175090  
Portugal, Filing No. 001175090  
Spain, Filing No. 001175090  
Sweden, Filing No. 001175090  
United Kingdom, Filing No. 001175090

TRUVOICE

Application(s) for Registration:  
None.

Registration(s):

United States of America, Serial Nos. 1,769,147 and 1,892,016  
Australia, Serial No. 719616  
Austria, Serial No. 193011  
Benclux, Serial No. 193011  
Canada, Serial No. TMA512,411  
China, Serial No. 1137486  
Denmark, Serial No. 193011  
EU, Serial No. 193011  
Finland, Serial No. 193011  
France, Serial No. 193011  
Germany, Serial No. 193011  
Greccc, Serial No. 193011  
Indonesia, Serial No. 401087  
Ireland, Serial No. 193011  
Italy, Serial No. 193011  
Korea (South), Serial No. 395571  
Luxemburg, Serial No. 193011  
Nederland, Serial No. 193011  
Portugal, Serial No. 193011  
Spain, Serial No. 193011  
Sweden, Serial No. 193011  
Taiwan, Serial No. 784853  
United Kingdom, Serial No. 193011

[The parties shall agree upon the trademarks or service marks (collectively, "trademarks"), if any, that will be included in this asset group. The trademarks that may be included must either (1) be trademarks that Sellers have used, are using, or intend to use in connection with goods or services associated with this asset group, or (2) be trademarks that Sellers have registered or sought to register for use in connection with goods or services associated with this asset group.]

D2. Domain Names

bestspeech.com  
rcalspeak.com  
truvoice.com

E. Licenses In

The following licenses from other asset groups:

- a. License to the Intelliscope Language Recognizer product ("ILR"), in source code form, for the purposes of (i) supporting certain Assigned Contracts under which one or more customers of Seller(s) received a license to ILR, and (ii) using ILR in connection with the Acquired Business (from the ICM Asset Group).
- b. Covenant not to sue for making, using, selling or offering to sell, any inventions embodied in patents (or existing patent applications) contained within the ICM Asset Group (from the ICM Asset Group).

F. Obligations

- a. Provide a license to all I.&H Lexical Data ~~necessary for the ISI business~~ as currently conducted and as currently proposed to be conducted, for the following six (6) languages (American English, Japanese, Korean, French, Spanish, German), to the ISI Speech Processing/Dialog Asset Group.
- b. Provide a license to the RealSneak™ SDK on Win32, in object code form, limited to use in conjunction with existing Machine Translation Products, to the Machine Translation Group.

**L&H SPEECH PROCESSING/DIALOG  
(AND AUTOMOTIVE APPLICATIONS) ASSET GROUP<sup>2</sup>**

(Owned by Lernout & Hauspie Speech Products N.V., except \*, which is owned by L&H Applications USA, Inc., and \*\*\*, which is owned by Linguistic Technologies, Inc., or as otherwise expressly indicated.)

**A1. L&H Speech Processing/Dialog Technology**

Sellers' technology that performs certain function(s) in response to speech input, including, without limitation, ASR100, ASR200, ASR300, ASR1000, ASR1500, ASR1600, ASR2000, L&H Voice Xpress™ Speech Recognition Engine\*, Kurzweil Voice technology\*, Speech Compression Technology, Speech Enhancement Technology (including Non-Linear Spectral Subtraction (NSS) & Acoustic Echo Cancellation (AEC)), PODIAS technology, Camelot-HDEC, SV200, SV1500, Grammar Studio, Speech User Interface Toolkit (SUIT), Ukraine Natural Language Technology, and RealDialog (but excluding such technology specifically listed in ISI Speech Processing/Dialog Asset Group and Dragon Speech Processing/Dialog Asset Group), (collectively, "L&H Speech Processing/Dialog Technology") including but not limited to:

- a. All human-generated inputs used to create, test, and enhance L&H Speech Processing/Dialog Technology, including software source code, linguistic rules, makefiles, and scripts.
- b. All data (other than L&H Lexical Data) created or acquired by the Sellers to create, test, or tune L&H Speech Processing/Dialog Technology including, without limitation, the text corpora ("L&H Text Corpora") and the acoustic data ("L&H Acoustic Data").
- c. All proprietary software tools, in object code and source code form, used to create, test, or enhance L&H Speech Processing/Dialog Technology, including OOST (object oriented speech toolkit), FTEST and NBS (regression test framework and nightly builds), C/python interface layers on HDEC (ctypespic), python testing scripts for HDEC (pydec), asr1500/asr1600/asr300 OOST-based integrated training environment (including batch-queue system and data preparation and analysis tools), speech analysis and recognition tools in MATLAB, SoundTool, ADB DSDR recording tool, and the L&H Voice Xpress™ language modeling toolkit.
- d. All research projects, research results, and intermediate projects derived directly from L&H Speech Processing/Dialog Technology, in object code form and machine-generated source code form, including, without limitation, acoustic models, language models, and voice fonts.

<sup>2</sup> These assets are subject to the obligations contained in Section F.



- c. All generally released works and works-in-progress to the extent derived from L&H Speech Processing/Dialog Technology in all languages, including but not limited to, Dutch-Belgium, Dutch-Netherlands, English-Great Britain, English-USA, French, German, Italian, Japanese, Korean, Mandarin-China, Norwegian, Spanish-Spain, Spanish-Mexico, and Swedish.
- f. All generally released works and works-in-progress derived directly from L&H Speech Processing/Dialog Technology on all platforms, including but not limited to, win9x/Mex86, win2000x86, NTx86, SCOx86, Solaris Sparc, Solarisx86, Linux x86, AIX RS6000, WinCE, and embedded linux.

A2. L&H Speech Processing/Dialog Products

All products that directly incorporate any L&H Speech Processing/Dialog Technology, including all custom automotive applications (but excluding technologies contained in the Text-to-Speech Asset Group), (collectively, "L&H Speech Processing/Dialog Products"), including but not limited to:

- a. All human-generated inputs used to create, test, and enhance L&H Speech Processing/Dialog Products, including software source code, linguistic rules, makefiles, and scripts.
- b. L&H Speech Processing/Dialog Products data, comprising all data used to create, test, and enhance L&H Speech Processing/Dialog Products including without limitation the raw data and enhancements (such as phonetic tagging of audio data, cleansing of text corpora, and the addition of information to lexicons) for recorded audio, text corpora, and lexicons, if applicable, acquired from both external sources and through internal data collection..
- c. All proprietary software tools, in object code and source code form, used to create, test, or enhance L&H Speech Processing/Dialog Products, including the L&H Voice Xpress™ language modeling toolkit, asrperfo, User Dictionary Editor (UDE), and test scripts.
- d. All demonstration versions, sample applications, and prototypes that were derived directly from or created for L&H Speech Processing/Dialog Products.

A3. Documentation

All internal documentation concerning L&H Speech Processing/Dialog Technology and L&H Speech Processing/Dialog Products, including documents, notebooks, and Lotus Notes discussion databases.

## B1. Patents:

6,044,340	Apparatus and Method for Accelerated Convolutional Noise Elimination	US	28-Mar-00
6,058,366	Generic Run-Time Engine for Interfacing Between Applications and Speech Engines	US	2-May-00
6,085,160	Language Independent Speech Recognition	US	4-Jul-00
EP1141940	Interleaved Forward Backward Search Algorithm Having Flat Model State Organization for Large Vocabulary Speech Recognition	Europe	10-Oct-01
ALLOWED	Interleaved Forward Backward Search Algorithm Having Flat Model State Organization for Large Vocabulary Speech Recognition	US	
6,272,463	Multi-Resolution System and Method for Speaker Verification and for Acoustic-Only Encoding of User Words	US	7-Aug-01
3,168,004	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	Japan	9-Mar-01
ALLOWED	Apparatus and Method for Accelerated Convolutional Noise Elimination	Australia	
EP1010168	Apparatus and Method for Accelerated Convolutional Noise Elimination	Europe	12-Sep-01

EP0553101	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	Belgium	30-Oct-97
EP0553101	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	Europe	30-Oct-97
EP0553101	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	France	30-Oct-97
EP0553101	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	Germany	30-Oct-97
EP0553101	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	Netherlands	30-Oct-97
EP0553101	A Pattern Recognition Device Using an Artificial Neural Network for Context Dependent Modeling	United Kingdom	30-Oct-97
ALLOWED	Speech Controlled Computer User Interface	US	
5,963,897	Apparatus and Method for Hybrid Excited Linear Prediction Speech Encoding	US	5-Oct-99
D446,514	Family Information Processor Interface	US	14-Aug-01
4,799,262*	Speech Recognition	US	17-Jan-89

5,008,941*	Method and Apparatus for Automatically Updating Estimates of Undesirable Components of the Speech Signal in a Speech Recognition System	US	16-Apr-91
5,101,375*	Method and Apparatus for Providing Binding and Capitalization in Structured Report Generation	US	31-Mar-92
5,127,055*	Speech Recognition Apparatus and Method Having Dynamic Reference Pattern Adoption	US	30-Jun-92
5,136,654*	Vocabulary Partitioned Speech Recognition Apparatus	US	4-Aug-92
5,168,548*	Integrated Voice Controlled Report Generating and Communicating System	US	1-Dec-92
5,231,670*	Voice Controlled System and Method for Generating Text From a Voice Controlled Input	US	27-Jul-93
5,280,563*	Method for Optimizing a Composite Speech Recognition Expert	US	18-Jan-94
5,337,394*	Speech Recognizer	US	9-Aug-94
5,386,492*	Speech Recognition System Utilizing Vocabulary Model Preselection	US	31-Jan-95
5,388,183*	Speech Recognition Providing Multiple Outputs	US	7-Feb-95
5,465,318*	Method for Generating a Speech Recognition Model for a Non-Vocabulary Utterance	US	7-Nov-95

5,546,499*	Speech Recognition System Utilizing Pre-Calculated Similarity Measurements	US	13-Aug-96
5,572,624*	Speech Recognition System Accommodating Different Sources	US	5-Nov-96
5,671,426*	Method for Organizing Incremental Search Dictionary	US	23-Sep-97
5,677,991*	Speech Recognition System Using Arbitration Between Continuous Speech and Isolated Word Modules	US	14-Oct-97
5,682,464*	Word Model Candidate Preselection for Speech Recognition Using Precomputed Matrix of Threshold Distance Values	US	28-Oct-97
5,684,924*	User Adaptable Speech Recognition System	US	4-Nov-97
5,794,196*	Speech recognition system distinguishing dictation from commands by arbitration between continuous speech and isolated word modules	US	11-Aug-98
5,890,181*	System and Method for Remotely Grouping Contents of an Action History Stack	US	30-Mar-99
5,970,448*	Historical Database Storing Relationships of Successively Spoken Words	US	19-Oct-99
5,970,460*	Speech Recognition and Editing System	US	19-Oct-99
6,125,342*	Pronoun Semantic Analysis System and Method	US	26-Sep-00

6,125,347*	System for Controlling Multiple User Application Programs by Spoken Input	US	26-Sep-00
6,138,098*	Command Parsing and Rewrite System	US	24-Oct-00
6,260,013*	Speech Recognition System Employing Discriminatively Trained Models	US	10-Jul-01
6,292,779*	System and Method for Modeless Large Vocabulary Speech Recognition (formerly: Apparatus and Method for Simultaneous Multimode Dictation)	US	18-Sep-01
ALLOWED*	System of Command Parsing and Rewrite	Australia	
EP0617827 (692 29 124.5 - 08)*	Method for Optimizing a Composite Speech Recognition Expert	France	6-May-99
EP0617827 (692 29 124.5 - 08)*	Method for Optimizing a Composite Speech Recognition Expert	Germany	6-May-99
EP0617827 (692 29 124.5 - 08)*	Method for Optimizing a Composite Speech Recognition Expert	Italy	6-May-99
EP0617827 (692 29 124.5 - 08)*	Method for Optimizing a Composite Speech Recognition Expert	United Kingdom	6-May-99
EP0617827*	Method for Optimizing a Composite Speech Recognition Expert	Europe	6-May-99
6,161,087***	Speech-Recognition-Assisted Selective Suppression of Silent	US	12-Dec-00

Selective Suppression of Silent  
and Filled Speech Pauses  
During Playback of an Audio  
Recording  
Recursively Excited Linear  
Prediction Speech Coder

US

## B2. Patent Applications

Access Controlled Multiuser  
Computer System with  
Automatic Speech Recognition

US 25-Jun-98 09/104,896

Apparatus and Method for  
Distinguishing Similar-Sounding  
Utterances

Australia 24-Sep-98 94554/98

Apparatus and Method for  
Distinguishing Similar-Sounding  
Utterances

Canada 24-Sep-98 2,303,312

Apparatus and Method for  
Distinguishing Similar-Sounding  
Utterances

Europe 24-Sep-98 98 947 737.7

Apparatus and Method for  
Distinguishing Similar-Sounding  
Utterances

Japan 15-Mar-00 2000-513269

Apparatus and Method for  
Distinguishing Similar-Sounding  
Utterances

US 24-Sep-98 09/159,838

Apparatus and Method for  
Accelerated Convolution Noise  
Elimination

Australia 13-Feb-98 64160/98

Apparatus and Method for  
Accelerated Convolution Noise  
Elimination

Canada 13-Feb-98 2,278,231

Apparatus and Method for  
Accelerated Convolution Noise  
Elimination

Japan 13-Feb-98 10-536441

Apparatus and Method for  
Hybrid Excited Linear Prediction

Australia 12-Jul-00 25417/99

## Speech Encoding

Apparatus and Method for  
Hybrid Excited Linear Prediction  
Speech Encoding

Canada 25-Feb-99 2,317,435

Apparatus and Method for  
Hybrid Excited Linear Prediction  
Speech Encoding

Europe 25-Feb-99 99 905 132.9

Apparatus and Method for  
Hybrid Excited Linear Prediction  
Speech Encoding

Japan 25-Feb-99 2000-533868

Apparatus and Method for  
Simultaneous Multimode  
Dictation

Australia 9-Mar-99 29012/99

Apparatus and Method for  
Simultaneous Multimode  
Dictation

Canada 9-Mar-99 2,231,299

Apparatus and Method for  
Simultaneous Multimode  
Dictation

Europe 9-Mar-99 99 909 926.0

Apparatus and Method for  
Simultaneous Multimode  
Dictation

Japan 9-Mar-99 2000-536068

Audio Visual Interface for  
Telecommunications

US 8-Mar-00 29/119,782

Compound Words in Speech  
Recognition Systems

US 20-Apr-99 09/295,424

Context-Sensitive Probabilistic  
Left-Corner Parsing Models for  
Speech Recognition

US 5-Oct-00 60/237,983

Discriminatively Trained Models  
in Continuous Speech  
Recognition

US 5-Apr-00 09/543,202

Generic Run-Time Engine for  
Interfacing Between Applications  
and Speech Engines

Australia 25-Feb-99 27894/99



Generic Run-Time Engine for  
Interfacing Between Applications  
and Speech Engines

Canada 25-Feb-99 2,319,002

Generic Run-Time Engine for  
Interfacing Between Applications  
and Speech Engines

Europe 25-Feb-99 99 908 464.3

Generic Run-Time Engine for  
Interfacing Between Applications  
and Speech Engines

Japan 25-Feb-99 2000-533802

Improved Word Boundary  
Acoustic Units

Europe 29-Sep-99 99 952 974.6

Improved Word Boundary  
Acoustic Units

US 29-Sep-99 09/408,388

Insert/Resume/Select Through

Europe 15-Jun-99 99304637.4

Insert/Resume/Select Through

France 15-Jun-99 99304637.4

Insert/Resume/Select Through

Germany 15-Jun-99 99304637.4

Insert/Resume/Select Through

Japan 15-Jun-99 168303/99

Insert/Resume/Select Through

United Kingdom 15-Jun-99 99304637.4

Insert/Resume/Select Through

US 15-Jun-98 09/094611

Interface Between a Control  
Process and a Target Process

Australia 31-Aug-99 59053/99

Interface Between a Control  
Process and a Target Process

Canada 31-Aug-99 2,342,246

Interface Between a Control  
Process and a Target Process

Europe 7-Mar-01 99 946701.2

Interface Between a Control  
Process and a Target Process

US 31-Aug-99 09/387,227

Inter-Word Triphone Models  
(former title: Improved Word  
Boundary Acoustic Units)

Australia 29-Sep-99 65019/99

Inter-Word Triphone Models (former title: Improved Word Boundary Acoustic Units)	Canada	29-Sep-99	PCT/US99/22501
Language Independent Speech Architecture	US	22-Feb-01	09/791,395
Language Independent Speech Recognition	Europe	8-Jul-99	99933088.9
Language Independent Speech Recognition	Japan	8-Jul-99	2000-559559
Method and System for Performing Text Edits During Audio Record Playback	US	5-Oct-98	09/166,363
Method for Generating Semi- Literal Transcripts for Speech Recognition	US	18-Jan-00	09/487,398
Method for Generating Text from a Voice Input	US	21-Jan-94	08/184,664
Method for Remotely Grouping Contents of an Action History Stack Running on a Computer System	Australia	18-May-99	51791/98
Method for Remotely Grouping Contents of an Action History Stack Running on a Computer System	Canada	14-Nov-97	2,270,461
Method for Remotely Grouping Contents of an Action History Stack Running on a Computer System	Europe	18-May-99	0938712
Method for Remotely Grouping Contents of an Action History Stack Running on a Computer System	Japan	14-Oct-97	10-522817

Multi-Resolution System and Method for Speaker Verification and for Acoustic-Only Encoding of User Words	Australia	3-Mar-99	28503/99
Multi-Resolution System and Method for Speaker Verification and for Acoustic-Only Encoding of User Words	Canada	3-Mar-99	2,318,262
Multi-Resolution System and Method for Speaker Verification and for Acoustic-Only Encoding of User Words	Europe	3-Mar-99	99 909 158.0
Multi-Resolution System and Method for Speaker Verification and for Acoustic-Only Encoding of User Words	Japan	3-Mar-99	2000-534997
Multiuser Computer System with Automatic Speech Recognition	Canada	25-Jun-98	2,288,183
Multiuser Computer System with Automatic Speech Recognition	Europe	25-Jun-98	98 930 984.4
Multiuser Computer System with Automatic Speech Recognition	Japan	25-Jun-98	11-505402
Noise Level Adaptive Residual Echo Suppressor	US	11-Aug-00	60/224,597
Open Structured System Information Manager for Information Entry	US	23-Sep-99	09/404,566
Recursively Excited Linear Prediction Coder	US	2-Feb-01	09/775,458
Small Vocabulary Speaker Dependent Speech Recognition	US	24-Oct-00	09/695,732
Speaker Specific Language Model Adaptation	US	9-Apr-01	60/282,423
Speech Controlled Computer User Interface	Australia	5-Oct-99	62251/99

Speech Controlled Computer User Interface	Canada	5-Oct-99	PCT/IB99/01752
Speech Controlled Computer User Interface	Europe	5-Oct-99	99 949 290.3
Speech Dialed Telephone	US	12-Oct-00	60/240,112
Speech Processor Apparatus and System	US	11-May-01	09/854,137
Speech Recognition Dictionary Enlargement Using Derived Words	Australia	24-Mar-99	29534/99
Speech Recognition Dictionary Enlargement Using Derived Words	Canada	24-Mar-99	2,320,151
Speech Recognition Dictionary Enlargement Using Derived Words	Europe	24-Mar-99	99 910 634.7
Speech Recognition Dictionary Enlargement Using Derived Words	Japan	24-Mar-99	2000-541666
Speech Recognition Dictionary Enlargement Using Derived Words	US	24-Mar-99	09/275,208
Speech Recognition Providing Multiple Outputs	Japan	30-Sep-92	4-262178
Speech Recognition System Employing Discriminatively Trained Models	Australia	13-Mar-98	64636/98
Speech Recognition System Employing Discriminatively Trained Models	Canada	13-Mar-98	2,275,712
Speech Recognition System Employing Discriminatively Trained Models	Europe	13-Mar-98	98910384.1

Speech Recognition System Employing Discriminatively Trained Models	Japan	13-Mar-98	10-539863
Speech User Interface for Portable Personal Devices	US	26-Feb-01	09/793,377
System and Method for Multi- Modal User Interface	US	21-Jul-00	60/219,881
System of Command Parsing and Rewrite	Canada	26-Jun-98	2,289,066
System of Command Parsing and Rewrite	Europe	26-Jun-98	98 932 454.6
System of Command Parsing and Rewrite	Hong Kong	26-Jun-98	00106273.5
System of Command Parsing and Rewrite	Japan	26-Jun-98	11-506815
User Interface for Speech Recognition System Grammars	Australia	30-Sep-99	10973/00
User Interface for Speech Recognition System Grammars	Canada	30-Sep-99	PCT/US99/22545
User Interface for Speech Recognition System Grammars	Europe	30-Sep-99	99 954 682.3
User Interface for Speech Recognition System Grammars	US	30-Sep-99	09/410.213
Voice Command Navigation of Electronic Mail Reader	Australia	30-Sep-99	61164/99
Voice Command Navigation of Electronic Mail Reader	Canada	30-Sep-99	PCT/IB99/01689
Voice Command Navigation of Electronic Mail Reader	Europe	30-Sep-99	09/408,923
Voice Command Navigation of Electronic Mail Reader	US	30-Sep-99	09/408,923

C. Copyright Registrations/Mask Works

[To be provided.]

D1. Trademarks

PDSAY

Application(s) for Registration:

None

Registration(s):

None

[The parties shall agree upon the trademarks or service marks (collectively, "trademarks"), if any, that will be included in this asset group. The trademarks that may be included must either (1) be trademarks that Sellers have used, are using, or intend to use in connection with goods or services associated with this asset group, or (2) be trademarks that Sellers have registered or sought to register for use in connection with goods or services associated with this asset group.]

D2. Domain Names

nothingbutspeech.com

E. Licenses In

The following licenses from other asset groups:

- a. Covenant not to sue for making, using, selling or offering to sell, any inventions embodied in patents (or existing patent applications) contained within the ICM Asset Group (from the ICM Asset Group).

F. Obligations

- a. Provide license to all L&H Text Corpora and L&H Acoustic Data necessary for the ISI business as currently conducted and as currently proposed to be conducted, for the following six (6) languages (American English, Japanese, Korean, French, Spanish, German) to the ISI Speech Processing/Dialog Asset Group.
- b. Provide license to Voice Xpress/Burlington Language Modeling Tools, in source code form, and license to the accompanying Language Modeling Research Database: (Server: LNAPPBOS01/SERVER/US/LHS Filename: databases/lmrescar.nsf) containing information relating to the Voice Xpress/Burlington Language Modeling Tools, to the ISI Speech Processing/Dialog Asset Group

## **DRAGON SPEECH PROCESSING/DIALOG ASSET GROUP<sup>3</sup>**

(Owned entirely by L&H Holdings USA, Inc., except<sup>3</sup>, which is owned by Dragon Systems UK Research & Development Ltd., or except as otherwise expressly indicated.)

### **A1. Dragon Speech Processing/Dialog Technology**

Sellers' technology that performs certain function(s) in response to speech input, and that was originally owned or created by Dragon Systems, Inc. or its successor-in-interest, L&H Holdings USA, Inc. ("Dragon"), including, without limitation, the MREC Speech Recognition Engine, SMS Dictation Pilot and the Manhattan Project, (collectively, "Dragon Speech Processing/Dialog Technology"), consisting, without limitation, of the following:

- a. All human-generated inputs used to create, test, and enhance Dragon Speech Processing/Dialog Technology, including, without limitation, software source code, linguistic rules, makefiles, and scripts.
- b. All data created or acquired by Dragon to create, test, or tune Dragon Speech Processing/Dialog Technology.
- c. All proprietary tools, in object and source code form, used to create, test, or enhance Dragon Speech Processing/Dialog Technology, including, without limitation, PMREC/TMREC, MREC Acoustic Model Building Tools, and MREC Language Model Building Tools (but excluding the VX Language Modeling Toolkit).
- d. All research projects, research results, and intermediate projects derived directly from Dragon Speech Processing/Dialog Technology, in object code form and machine-generated source code form, including, without limitation, acoustic models, language models, and voice fonts.

### **A2. Dragon Speech Processing/Dialog Products**

All products that directly incorporate any Dragon Speech Processing/Dialog Technology, including, without limitation, the SpeechOne products (but excluding those products contained in the AudioMining Asset Group), (collectively, "Dragon Speech Processing/Dialog Products"), consisting, without limitation, of the following:

- a. All human-generated inputs used to create, test, and enhance Dragon Speech Processing/Dialog Products, including, without limitation, source code for software, linguistic rules, makefiles, scripts, and external documentation.

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<sup>3</sup> These assets are subject to the obligations contained in Section F.

- b. Dragon Speech Processing/Dialog Products data, comprising all data used to create, test, and enhance Dragon Speech Processing/Dialog Products.
- c. All proprietary tools used to create, test, or enhance Dragon Speech Processing/Dialog Products, including, without limitation, the executable code, documentation, and source code for SAPITEST.
- d. All demonstration versions, sample applications, and prototypes derived directly from or created for Dragon Speech Processing/Dialog Products.

A3. Documentation

All internal documentation concerning Dragon Speech Processing/Dialog Technology and Dragon Speech Processing/Dialog Products, including, without limitation, documents, notebooks, and Lotus Notes® discussion databases.

B1. Patents

5,809,453†	Method and Apparatus for Detecting Harmonic Structure in a Waveform	US	15-Sep-98
5,027,406	Method for Interactive Speech Recognition and Training	US	25-Jun-91
5,202,952	Large-Vocabulary Continuous Speech Prefiltering and Processing System	US	13-Apr-93
5,428,707	Apparatus and Methods for Performing Improved Speech Recognition	US	27-Jun-95
5,526,463	System for Processing a Succession of Utterances Spoken in Continuous or Discrete Form	US	11-Jun-96
5,680,511	Systems and Methods for Word Recognition	US	21-Oct-97
5,715,367	Apparatuses and Methods for Developing and Using Models for Speech Recognition	US	3-Feb-98
5,754,972	Speech Recognition System for Languages with Compound Words	US	19-May-98



5,765,132	Building Speech Models for New Words in a MultiWord Utterance	US	9-Jun-98
5,794,189	Continuous Speech Recognition	US	11-Aug-98
5,799,279	Continuous Speech Recognition of Text and Commands	US	25-Aug-98
5,818,423	Voice Controlled Cursor Movement	US	6-Oct-98
5,822,730	Lexical Tree Pre-filtering in Speech Recognition	US	13-Oct-98
5,850,627	Apparatuses and Methods for Training and Operating Speech Recognition Systems	US	15-Dec-98
5,903,864	Speech Recognition	US	11-May-99
5,909,666	Speech Recognition System Which Creates Acoustic Model by Concatenating Acoustic Models of Individual Words	US	1-Jul-99
5,915,236	Word Recognition System Which Alters Code Executed as a Function of Available Computational Resources	US	22-Jun-99
5,920,836	Word Recognition System Using Language Context at Current Cursor Position to Affect Recognition Probabilities	US	6-Jul-99
5,920,837	Word Recognition System Which Stores Two Models for Some Words and Allows Selective Deletion of One Such Model	US	6-Jul-99
5,946,654	Speaker Identification Using Unsupervised Speech Models	US	31-Aug-99
5,949,886	Setting a Microphone Volume Level	US	7-Sep-99

5,960,394	Method of Speech Command Recognition with Dynamic Assignment of Probabilities According to the State of the Controlled Applications	US	28-Sep-99
5,983,179	Speech Recognition System which turns its Voice Response On for Confirmation when it has been turned Off without Confirmation	US	9-Nov-99
6,029,124	Sequential, Non-Parametric Speech Recognition and Speaker Identification	US	22-Feb-00
6,052,657	Text Segmentation and Identification of Topic Using Language Models	US	18-Apr-00
6,064,959	Error Correction in Speech Recognition	US	16-May-00
6,073,097	Speech Recognition System which selects One of a Plurality of Vocabulary Models	US	6-Jun-00
6,088,671	Continuous Speech Recognition of Text and Commands	US	11-Jul-00
6,092,043	Apparatuses and Method for Training and Operating Speech Recognition Systems	US	18-Jul-00
6,092,044	Pronunciation Generation in Speech Recognition	US	18-Jul-00
6,101,468	Apparatuses and Method for Training and Operating Speech Recognition Systems	US	8-Aug-00
6,122,613	Speech Recognition Using Multiple Recognizers	US	19-Sep-00
6,151,575	Rapid Adaptation of Speech Models	US	21-Nov-00

6,163,768	Non-Interactive Enrollment in Speech Recognition	US	19-Dec-00
6,167,377	Speech Recognition Language Models	US	26-Dec-00
6,212,498	Enrollment in Speech Recognition	US	3-Apr-01
6,224,636	Speech Recognition using Nonparametric Speech Models	US	1-May-01
ALLOWED	Case Insensitive Alphabetic Filtering in Word Recognition	US	
ALLOWED	Word Recognition System Determines which Program Unit has Focus	US	
2297465B†	Detecting Periodicity or Harmonic Structure in a Waveform	United Kingdom	28-Apr-99
9607233†	Speech Recognition Apparatus and Methods	France	4-Jun-99
0376501	Method for Interactive Speech Recognition and Training	Austria	30-Nov-89
0376501	Method for Interactive Speech Recognition and Training	Belgium	30-Nov-89
0376501	Method for Interactive Speech Recognition and Training	France	30-Nov-89
0376501	Method for Interactive Speech Recognition and Training	Germany	30-Nov-89
0376501	Method for Interactive Speech Recognition and Training	Italy	30-Nov-89
0376501	Method for Interactive Speech Recognition and Training	Luxembourg	30-Nov-89
0376501	Method for Interactive Speech Recognition and Training	Switzerland	30-Nov-89
0376501	Speech Recognition System	United Kingdom	30-Nov-89

0535146	Large-Vocabulary Continuous Speech Prefiltering and Processing System	France	1-Oct-97
0535146	Large-Vocabulary Continuous Speech Prefiltering and Processing System	Germany	1-Oct-97
0535146	Large-Vocabulary Continuous Speech Prefiltering and Processing System	United Kingdom	1-Oct-97
EP0376501	Method for Interactive Speech Recognition and Training	Europe	30-Nov-89
EP0535146	Continuous Speech Processing System	Europe	1-Oct-97
6,195,635	User-Cued Speech Recognition	US	27-Feb-01
 B2. Patent Applications			
99307567.0	Compound Word Recognition	Europe	24-Sep-99
09/163422	Compound Word Recognition	US	30-Sep-98
96308182.3	Continuous Speech Recognition	Europe	11-Nov-96
96308182.3	Continuous Speech Recognition	France	11-Nov-96
96308182.3	Continuous Speech Recognition	Germany	11-Nov-96
96308182.3	Continuous Speech Recognition	Italy	11-Nov-96
96308182.3	Continuous Speech Recognition	United Kingdom	11-Nov-96
96308181.5	Continuous Speech Recognition of Text and Commands	Europe	11-Nov-96
96308181.5	Continuous Speech Recognition of Text and Commands	France	11-Nov-96
96308181.5	Continuous Speech Recognition of Text and Commands	Germany	11-Nov-96
96308181.5	Continuous Speech Recognition of Text and Commands	Italy	11-Nov-96

96308181.5	Continuous Speech Recognition of Text and Commands	United Kingdom	11-Nov-96
98302361.5	Enrollment in Speech Recognition	Europe	27-Mar-98
98302361.5	Enrollment in Speech Recognition	France	27-Mar-98
98302361.5	Enrollment in Speech Recognition	Germany	27-Mar-98
98302361.5	Enrollment in Speech Recognition	Italy	27-Mar-98
98302361.5	Enrollment in Speech Recognition	Spain	27-Mar-98
98302361.5	Enrollment in Speech Recognition	United Kingdom	27-Mar-98
98302362.3	Error Correction in Speech Recognition	Europe	27-Mar-98
98302362.3	Error Correction in Speech Recognition	France	27-Mar-98
98302362.3	Error Correction in Speech Recognition	Germany	27-Mar-98
98302362.3	Error Correction in Speech Recognition	Italy	27-Mar-98
98302362.3	Error Correction in Speech Recognition	Spain	27-Mar-98
98302362.3	Error Correction in Speech Recognition	United Kingdom	27-Mar-98
09/390370	Expanding an Effective Vocabulary of a Speech Recognition System	US	9-Jul-99
	Large-Vocabulary Continuous Speech Prefiltering and Processing System	Japan	
97306528.7	Lexical Tree Pre-filtering in Speech Recognition	Europe	22-Aug-97
2178696	Methods and Apparatus for Detecting Harmonic Structure in a Waveform	Canada	10-Jun-96

2735268	Methods and Apparatus for Detecting Harmonic Structure in a Waveform	France	11-Jun-96
99304623	Non-Interactive Enrollment in Speech Recognition	Europe	15-Jun-99
168768/99	Non-Interactive Enrollment in Speech Recognition	Japan	15-Jun-99
09/094609	Non-Interactive Enrollment in Speech Recognition	US	15-Jun-98
09/432,155	Performing Recorded Actions	US	10-Jun-99
98302441.5	Pronunciation Generation in Speech Recognition	Europe	30-Mar-98
98302441.5	Pronunciation Generation in Speech Recognition	France	30-Mar-98
98302441.5	Pronunciation Generation in Speech Recognition	Germany	30-Mar-98
98302441.5	Pronunciation Generation in Speech Recognition	Italy	30-Mar-98
98302441.5	Pronunciation Generation in Speech Recognition	Spain	30-Mar-98
98302441.5	Pronunciation Generation in Speech Recognition	United Kingdom	30-Mar-98
08/958,957	Rapid Adaptation of Speech Models	US	28-Oct-97
09/316,191	Selecting a Target Sequence of Words that Corresponds to an Utterance	US	21-May-99
	Speech Processing (formerly Lombard Speech Level Prediction)	United Kingdom	15-Oct-99
9822529.5	Speech Processing (formerly Lombard Speech Level Prediction)	US	16-Oct-98
96306255.9	Speech Recognition	Europe	29-Aug-96

2,178,696	Speech Recognition Apparatus and Methods	Canada	10-Jun-96
98302363.1	Speech Recognition Language Models	Europe	27-Mar-98
98302363.1	Speech Recognition Language Models	France	27-Mar-98
98302363.1	Speech Recognition Language Models	Germany	27-Mar-98
98302363.1	Speech Recognition Language Models	Italy	27-Mar-98
98302363.1	Speech Recognition Language Models	Spain	27-Mar-98
98302363.1	Speech Recognition Language Models	United Kingdom	27-Mar-98
08/825535	Speech Recognition Language Models	US	28-Mar-98
	Speech Recognition System for Languages with Compound Words	Europe	
	Speech Recognition System for Languages with Compound Words	Japan	
98903803.9	Speech Recognition Using Multiple Recognizers	Europe	29-Jan-98
98903803.9	Speech Recognition Using Multiple Recognizers	France	29-Jan-98
98903803.9	Speech Recognition Using Multiple Recognizers	Germany	29-Jan-98
98903803.9	Speech Recognition Using Multiple Recognizers	United Kingdom	29-Jan-98
98301511.6	Speech Recognition using Nonparametric Speech Models	Europe	2-Mar-98
98301511.6	Speech Recognition using Nonparametric Speech Models	France	2-Mar-98
98301511.6	Speech Recognition using Nonparametric Speech Models	Germany	2-Mar-98

98301511.6	Speech Recognition using Nonparametric Speech Models	Italy	2-Mar-98
98301511.6	Speech Recognition using Nonparametric Speech Models	United Kingdom	2-Mar-98
	Systems and Methods for Word Recognition	France	
	Systems and Methods for Word Recognition	Germany	
	Systems and Methods for Word Recognition	United Kingdom	
96302536.6	Voice Controlled Cursor Movement	Europe	11-Apr-96
09/535,155	Call Analysis	US	24-Mar-00
09/094,611	Position Manipulation in Speech Recognition	US	15-Jun-98
09/845,769	Error Correction in Speech Recognition Using a Hand-Held Device	US	2-May-01
09/878,173	Sentence-Level Confidence	US	12-Jun-01
09/664,545	Homophone Selection in Speech Recognition	US	18-Sep-00
09/696,685	Speech Recognition Using Word-in- Phrase Command	US	26-Oct-00

C. Copyright Registrations/Mask Works

[Intentionally left blank.]

D1. Trademarks

DRAGON

Application(s) for Registration (each owned by Lernout & Hauspie Speech  
Products N.V.):

Brazil, Application Nos. 823262693 and 823262669

Guatemala, Application Nos. 2000-10163 and 200-10164

Mexico, Application Nos. 459344



Peru, Application Nos. 113386 and 113385  
Venezuela, Application Nos. 16577/2000

Registration(s):

Australia, Serial No. 737276  
Austria, Serial No. 161043  
Benelux, Serial Nos. 492612 and 575110  
EU, Serial No. 00052438  
France, Serial No. 95 558 530  
Germany, Serial No. 2060856  
Italy, Serial No. 713 229  
Mexico, Serial No. 689912 (owned by Lemout & Hauspie Speech Products N.V.)  
Peru, Serial No. 00025472 (owned by Lemout & Hauspie Speech Products N.V.)  
South Africa, Serial No. 97/1352  
Sweden, Serial No. 327432  
Switzerland, Serial No. 430.269  
UK, Serial No. 2010510

DRAGON (plus design)

Application(s) for Registration:  
None

Registration(s):

United States of America, Serial No. 1,423,358

DRAGON Design (design only)

Application(s) for Registration (each owned by Lernout & Hauspie Speech Products N.V.):

Brazil, Application Nos. 823262642 and 823262634  
Guatemala, Application Nos. 200-10159 and 2000-10155  
Venezuela, Application Nos. 16583/2000

Registration(s):

United States of America, Serial Nos. 1,423,358 and 1,428,201  
Australia, Serial No. 715851  
Austria, Serial No. 159,703  
Benelux, Serial No. 586953  
Colombia, Serial No. 221743  
France, Serial No. 95 558 532  
Germany, Serial No. 2060857  
Italy, Serial No. 713,230  
Mexico, Serial No. 599672  
South Africa, Serial No. 97/1353  
Spain, Serial Nos. 1953594 and 1953593

Sweden, Serial No. 309670  
Switzerland, Serial No. 430752  
UK, Serial No. 2010511  
Peru, Serial No. 00025482 and 0007251 (both owned by Lernout &  
Hauspie Speech Products N.V.)  
Colombia, Serial No. 221743

**DRAGON NATURALLY SPEAKING**

Application(s) for Registration:  
None

Registration(s)

China, Serial No. 1244419  
EU, Serial No. 000524611  
Japan, Serial No. 4251926  
Mexico, Serial No. 605964

**DRAGON SYSTEMS**

Application(s) for Registration:  
None

Registration(s):

United States of America, Serial Nos. 1,419,515 and 1,428,200 and  
1,480,770  
Australia, Serial No. 715850  
China, Serial No. 1244420  
Mexico, Serial No. 600955

**DRAGON DICTATE**

Application(s) for Registration:  
None

Registration(s):

United States of America, Serial No. 1,769,822  
Australia, Serial No. 701189

**L&H VOICE XPRESS**

Application(s) for Registration:

Canada, Application No. 1083130  
United States of America, Application No. 76/103,307

Registration(s):  
None

NATURALLY SPEAKING

Application(s) for Registration:

None

Registration(s):

United States of America, Serial No. 2,254,151

NATURALLYSPEAKING

Application(s) for Registration (each owned by Lernout & Hauspie Speech Products N.V.):

Bolivia, Application No. SM-3990

Brazil, Application No. 823262685

Guatemala, Application No. 2000-10162

Peru, Application No. 113384

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NOTHING BUT SPEECH (NBS)\*\*\*

Application(s) for Registration:

United States of America, Application No. 75/720,412

Registration(s):

None

POINT & SPEAK

Application(s) for Registration:

None

Registration(s):

United States of America, Serial No. 2,347,215

SAY WHAT YOU SEE\*

Application(s) for Registration:

None

Registration(s):

United States of America, Serial No. 2,253,907

SELECT-AND-SAY

Application(s) for Registration:

None

Registration(s):

United States of America, Serial No. 2,440,109

[The parties shall agree upon the trademarks or service marks (collectively, "trademarks"), if any, that will be included in this asset group. The trademarks that may be included must either (1) be trademarks that Sellers have used, are

using, or intend to use in connection with goods or services associated with this asset group, or (2) be trademarks that Sellers have registered or sought to register for use in connection with goods or services associated with this asset group.]

D2. Domain Names

Voice Xpress.com  
Voice Xpress.net domain names

[To be provided.]

E. Licenses In

The following licenses from other asset groups:

- a. Covenant not to sue for making, using, selling or offering to sell, any inventions embodied in patents (or existing patent applications) contained within the ICM Asset Group (from the ICM Asset Group).
- b. Covenant not to sue for making, using, selling or offering to sell, any inventions embodied in patents (or existing patent applications) contained within the ISI Speech Processing/Dialog Asset Group (from the ISI Speech Processing/Dialog Asset Group).

F. Obligations

- a. Provide research and development agreement to the AudioMining Asset Group.
- b. Provide a license to MREC engine for use with specific AudioMining™ Technology, in object code form, developed by the MREC development teams for AudioMining™ Technology to the AudioMining Asset Group.
- c. Provide a license to Dragon NaturallySpeaking® Developer Suite and Dragon Vocabulary Builder, in object code form, to the AudioMining Asset Group.
- d. Assume all rights and obligations under the Technology License Agreement, dated as of September 20, 2001, Between Lernout & Hauspie Speech Products N.V., L&H Applications USA, Inc., L&H Holdings USA, Inc., Linguistic Technologies, Inc. and Dictaphone Corporation, as amended ("License Agreement"), of L&H (as L&H is defined in such License Agreement).
- e. Provide a Covenant not to sue for making, using, selling or offering to sell, any inventions embodied in patents (or existing patent applications) contained in the list below to the ISI Asset Group.

5,822,730	Lexical Tree Pre-filtering in Speech Recognition	US	13-Oct-98
5,715,367	Apparatuses and Methods for Developing and Using Models for Speech Recognition	US	3-Feb-98
5,903,864	Speech Recognition	US	11-May-99
5,946,654	Speaker Identification Using Unsupervised Speech Models	US	31-Aug-99
6,088,671	Continuous Speech Recognition of Text and Commands	US	11-Jul-00
5,960,394	Method of Speech Command Recognition with Dynamic Assignment of Probabilities According to the State of the Controlled Applications	US	28-Sep-99
5,915,236	Word Recognition System Which Alters Code Executed as a Function of Available Computational Resources	US	22-Jun-99
6,092,044	Pronunciation Generation in Speech Recognition	US	18-Jul-00
6,122,613	Speech Recognition Using Multiple Recognizers	US	19-Sep-00
6,195,635	User-cued Speech Recognition	US	27-Feb-01